

Particulars of a charge

NM

395

do not
sign

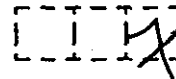
Pursuant to section 395 of the Companies Act 1985

complete,
preferably
in block
letteringfull name
company

To the Registrar of Companies

For official use

Company number



2703988

Name of company

EQUIPMENT SUPPORT & SERVICES LIMITED

Date of creation of the charge

16th AUGUST 1999

Description of the instrument (if any) creating or evidencing the charge (note 2)

DEBENTURE

Amount secured by the charge

ALL MONIES LIABILITIES FEES AND COMMISSIONS WHATSOEVER WHICH ARE DUE OWING OR INCURRED TO THE BANK ON ANY ACCOUNT WHETHER PRESENT OR FUTURE ACTUAL OR CONTINGENT SOLE OR JOINT AS PRINCIPAL OR SURETY AND INCLUDING ALL LIABILITIES FROM TIME TO TIME ASSUMED OR INCURRED BY THE BANK AT THE REQUEST OF THE COMPANY IN CONNECTION WITH ACCEPTANCES DISCOUNTING OR OTHERWISE OR UNDER GUARANTEES BONDS INDEMNITIES OR OTHER CREDITS OR ANY INSTRUMENTS WHATSOEVER

2) ON A FULL INDEMNITY BASIS ALL COSTS AND EXPENSES INCURRED BY THE BANK IN RELATION TO THIS DEBENTURE (INCLUDING ITS PREPARATION) AND IN RELATION TO THE MONIES AND LIABILITIES BE HEREBY COVENANTED TO BE PAID AND ANY GUARANTEES OR SECURITY GIVEN THEREFOR (CONTINUED ON CONTINUED SHEET)

Names and addresses of the chargees or persons entitled to the charge

LONDON TRUST BANK PLC
30 UPPER GROSVENOR STREET
LONDON W1X 0AH

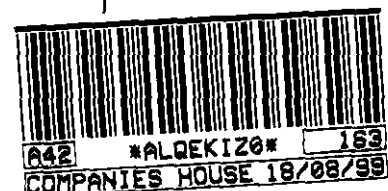
Postcode

Presentor's name address and
reference (if any):

LONDON TRUST BANK
PLC
30 UPPER GROSVENOR
STREET
LONDON W1X 0AH

For official Use
Mortgage Section

Post room



Time critical reference

Short particulars of all the property charged

THE COMPANY WITH FULL TITLE GUARANTEE HEREBY CHARGES AS A CONTINUING SECURITY FOR THE SECURED AMOUNTS:-

1) BY WAY OF LEGAL MORTGAGE:-

a) ALL THE FREEHOLD OR LEASEHOLD PROPERTIES SPECIFIED IN THE SCHEDULE

b) ALL OTHER FREEHOLD AND LEASEHOLD PROPERTY NOW VESTED IN THE COMPANY

2) BY WAY OF FIRST FIXED CHARGE:-

a) ALL FREEHOLD AND LEASEHOLD PROPERTY NOW OR IN THE FUTURE BENEFICIALLY OWNED BY BUT NOT VESTED IN THE COMPANY

b) ALL FREEHOLD AND LEASEHOLD PROPERTY HEREAFTER ACQUIRED BY THE COMPANY

c) ALL SHARES AND RIGHTS TO THE ACQUISITION OF SHARES, STOCKS AND OTHER SECURITIES HELD BY THE COMPANY FROM TIME TO TIME.

(CONTINUED ON CONTINUATION SHEET)

particulars as to commission allowance or discount (note 3)

NIL

igned



Date

n behalf of [company][chargee]†

† delete as appropriate

Notes

The original instrument (if any) creating or evidencing the charge, together with these prescribed particulars correctly completed must be delivered to the Registrar of Companies within 21 days after the date of creation of the charge (section 395). If the property is situated and the charge was created outside the United Kingdom delivery to the Registrar must be effected within 21 days after the date on which the instrument could in due course of post, and if dispatched with due diligence, have been received in the United Kingdom (section 398). A copy of the instrument creating the charge will be accepted where the property charged is situated and the charge was created outside the United Kingdom (section 398) and in such cases the copy must be verified to be a correct copy either by the company or by the person who has delivered or sent the copy to the registrar. The verification must be signed by or on behalf of the person giving the verification and where this is given by a body corporate it must be signed by an officer of that body. A verified copy will also be accepted where section 398(4) applies (property situated in Scotland or Northern Ireland) and Form No. 398 is submitted.

A description of the instrument, eg "Trust Deed", "Debenture", "Mortgage" or "Legal charge", etc, as the case may be, should be given.

In this section there should be inserted the amount or rate per cent. of the commission, allowance or discount (if any) paid or made either directly or indirectly by the company to any person in consideration of his;

- (a) subscribing or agreeing to subscribe, whether absolutely or conditionally, or
 - (b) procuring or agreeing to procure subscriptions, whether absolute or conditional,
- for any of the debentures included in this return. The rate of interest payable under the terms of the debentures should not be entered.

If any of the spaces in this form provide insufficient space the particulars must be entered on the prescribed continuation sheet.

Please do not write in this margin

Please complete legibly, preferably in black type, or bold block lettering

2) INTEREST TO THE DATE OF DISCHARGE ON ALL
SUMS PAYABLE AND LIABILITIES TO BE
DISCHARGED UNDER SUB-CLAUSES 1) & 2)
ABOVE

2 (d) ALL UNCALLED CAPITAL GOODWILL AND ALL
PATENTS PATENT APPLICATIONS TRADE MARKS
TRADE NAMES REGISTERED DESIGNS COPYRIGHTS
LICENCES AND SIMILAR RIGHTS FOR THE TIME
BEING OF THE COMPANY

(E) ALL BOOK DEBTS AND OTHER DEBTS OF THE
COMPANY BOTH PRESENT AND FUTURE

3 BY WAY OF FIRST FLOATING CHARGE ALL THE
UNDERTAKING AND ALL THE PROPERTY AND ASSETS
OF THE COMPANY BOTH PRESENT AND FUTURE
NOT SUBJECT TO A FIXED CHARGE HEREUNDER

FILE COPY



**CERTIFICATE OF THE REGISTRATION
OF A MORTGAGE OR CHARGE**

Pursuant to section 401(2) of the Companies Act 1985

COMPANY No. 02703988

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT A DEBENTURE DATED THE 16th AUGUST 1999 AND CREATED BY EQUIPMENT SUPPORT AND SERVICES LIMITED FOR SECURING ALL MONIES DUE OR TO BECOME DUE FROM THE COMPANY TO LONDON TRUST BANK PLC ON ANY ACCOUNT WHATSOEVER WAS REGISTERED PURSUANT TO CHAPTER 1 PART XII OF THE COMPANIES ACT 1985 ON THE 18th AUGUST 1999.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 23rd AUGUST 1999.



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



C O M P A N I E S H O U S E

Post

HC026B